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UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

IN RE VERIFONE HOLDINGS, INC.
 SECURITIES LITIGATION

This Document Relates To:

All Actions

Master File No.
 C 07-6140 MHP

CLASS ACTION

**DECLARATION OF MARTIN
 D. CHITWOOD IN FURTHER
 SUPPORT OF THE ISRAELI
 INSTITUTIONAL INVESTOR
 GROUP'S MOTION FOR LEAD
 PLAINTIFF AND IN OPPOSITION
 TO COMPETING MOTIONS FOR
 LEAD PLAINTIFF**

DATE: March 17, 2008

TIME: 2:00 p.m.

COURTROOM: 15

JUDGE: Hon. Marilyn Hall Patel

Declaration of Martin D. Chitwood in Further Support of the Israeli Institutional Investor Group's Motion for Lead Plaintiff and in Opposition to Competing Motions for Lead Plaintiff. Master File No. C 07-6140 MHP

I, Martin D. Chitwood, declare under penalty of perjury as follows:

1. I am a partner at the law firm of Chitwood Harley Harnes LLP. I submit this Declaration in further support of the Israeli Institutional Investor Group's Motion for Lead Plaintiff and in Opposition to Competing Motions for Lead Plaintiff.

2. Attached hereto as Exhibit A is a true and correct copy of the PSLRA notice to Class members that was published by counsel for plaintiff in the *Lien* action on December 7, 2007 on *Prime Newswire* advising the public of the pendency of a class action filed on behalf of shareholders of VeriFone Holdings, Inc.

3. Attached hereto as Exhibit B is a true and correct copy of the PSLRA notice to Class members that was published by counsel for plaintiff in the *Vaughn* action on December 7, 2007 on *Business Newswire* advising the public of the pendency of a class action filed on behalf of shareholders of VeriFone Holdings, Inc.

4. Attached hereto as Exhibit C is a true and correct copy of the PSLRA notice to Class members that was published by counsel for plaintiff in the *Cerini* action on December 10, 2007 on *Prime Newswire* advising the public of the pendency of a class action filed on behalf of shareholders of VeriFone Holdings, Inc.

5. Attached hereto as Exhibit D is a true and correct copy of the PSLRA notice to Class members that was published by counsel for plaintiff in the *Westend Capital Management LLC* action on December 11, 2007 on *Prime Newswire* advising the public of the pendency of a class action filed on behalf of shareholders of VeriFone Holdings, Inc.


6. Attached hereto as Exhibit E is a true and correct copy of Delek US Holdings, Inc.'s Form 10-Q dated May 15, 2007.

7. Attached hereto as Exhibit F is a true and correct copy of the Organizational Chart for Delek Group, Ltd.

8. Attached hereto as Exhibit G is a true and correct copy of the Supplemental Declaration of the Phoenix Insurance Company, Ltd. in Support of the Israeli Institutional Investor Group's Motion for Appointment as Lead Plaintiff, executed by Orly Kronman Dagan the General Legal Counsel and Secretary for The Phoenix Holdings Ltd., the parent company of Phoenix Insurance Company, Ltd.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 25, 2008



Martin D. Chitwood